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This Regional Toolkit is designed to explain the structure and functions of the ten UTC Regions, as well as the responsibilities and expectations of the regional leadership teams. This toolkit is intended to serve as a reference for both UTC Regional Officers and UTC employees.

1. UTC MISSION AND VISION

The Utilities Technology Council (UTC) represents the Information and Communications Technology (ICT) interests of electric, gas and water utilities, as well as natural gas pipelines, critical infrastructure organizations and other industry stakeholders globally.

- a. UTC Mission – UTC shapes the future of utility mission critical technologies by driving innovation, fostering collaboration and influencing public policy.
- b. UTC Vision – UTC is the trusted advisor to utilities and other critical infrastructure providers globally. The Council serves as the source and resource for our members to deploy technologies and solutions that deliver secure, reliable and affordable mission critical services.

2. UTC GOVERNING DOCUMENTS

UTC is governed by the following documents. Each of these documents can be found in the Appendix and on the “Regions” portal on the UTC website.

- a. Articles of Incorporation – This is the legal document defining the purpose and basic structure of UTC as a non-profit trade organization incorporated and registered in the District of Columbia. This document was filed with the government of the District of Columbia.
- b. Corporate Bylaws – This is a legal document stipulating the rules under which UTC is organized and administrated.
- c. Operating Principles – The Operating Principles document the responsibilities and expectations for all Board of Director positions, members of the Executive Committee, and Committees/Divisions Chairs and Members. The Operating Principles also include a charter for each Committee/Division defining the purpose, expectations and responsibilities of each group.

UTC is a Washington, D.C., registered corporation with non-taxable status granted by both the IRS and the District of Columbia as a 501(c)6 trade association. As such, it is governed by one Board of Directors that has legal and fiduciary liability for the organization. The UTC U.S. regions as well as two of the UTC global regions (European UTC

and Africa UTC) have no separate legal or financial status outside of UTC. Any governance or financial undertakings that give the appearance of separate entities can jeopardize UTC's tax status.

A "Committee" or "Division" is a group authorized by the UTC Board of Directors to develop its own charter or operating principles to guide its activities, with reporting up to the Board. Committees/Divisions (C/D) oversee and provide advice on particular areas of work within UTC. C/D members are expected to contribute time and take initiative related to these groups such as participation in face-to-face meetings and conference calls, brainstorming sessions, documentation reviews, and other items as defined by the charter/operating principles or per member discussions. The Chairs of each C/D are appointed by the Chair of the Board and approved by the UTC Executive Committee and are members of the UTC Board as well. The number of UTC members who can join C/Ds is specified in each group's charter or operating principles, as are member qualifications, including non-voting associate member participation.

A "community" is a group of UTC members interested in a particular topic. Community members can be utilities members and vendors, as long as they are employed by UTC member companies (both voting and non-voting members). Communities may have meetings or calls where information of interest is presented or exchanged. Community members have no decision or advisory authority over UTC programs and activities but can express opinions and provide feedback on relevant topics that may be brought to the C/Ds or the Board if needed.

3. UTC GOVERNANCE STRUCTURE

UTC is governed by a Board of Directors that is comprised of no more than 30 members. Board members are either elected by the membership or appointed by the Chair of the Board with approval by the Executive Committee as outlined in the By-Laws. Board membership includes Chairs of a C/D and at-large participants.

The Board also includes an Executive Committee (EC), comprised of the Chair of the Board, the Vice Chair, the Secretary/Treasurer, the Immediate Past Chair, and the UTC President and CEO. When the Board of Directors is not in session, the Executive Committee is empowered to act on behalf of the Board of Directors related to matters described above.

The Board of Directors sets the strategy for the organization, oversees the finances, and is involved in the C/Ds in the ways described above. The Board of Directors approves the hiring of the President and CEO and the relevant contract, as recommended by a Board-established search committee that included the EC.

The President and CEO is responsible for implementing the strategic plan established by the Board of Directors and is responsible for the operation of the organization. The President and CEO reports directly to the Board of Directors. When the Board of Directors

is not in session, the President and CEO reports to the Chair of the Board. The President and CEO is a voting member of both the Board of Directors and the Executive Committee.

4. UTC AND WORLDWIDE AFFILIATES

UTC is an international non-profit trade organization UTC's core focus involves utility issues in North America, including the United States and Canada. UTC also has affiliate organizations throughout the world. These affiliates were formed to address the local interests of common issues facing all utilities globally. Importantly, each of these affiliate (also known as "independent operating units") organizations operate independently of UTC on a daily basis and establish their own operating principles, but as noted above, they are ultimately governed by the UTC Board of Directors under our bylaws, with the exception of UTC America Latina, which is a separate legal entity. Both the Chair and the President and CEO serve on the Board of Advisors of each affiliate organization.

The following is a list of UTC global affiliates:

- European Utilities Telecom Council – EUTC focuses on utility issues in Europe.
- Africa Utilities Technology Council – AUTC focuses on utilities issues in Africa.
- Utilities Technology Council America Latina – UTCAL focuses on utility issues in Latin America. UTCAL is a separate legal entity incorporated in Brazil.
- Global Advisory Council (GAC) –The Global Advisory Council reviews the common issues among the groups and plans for their incorporation into the various organizational strategic plans. The Council is comprised of the UTC President and CEO, the Chairs and Vice-Chairs from UTC and its global regions and the assigned staff leads. The GAC is part of the UTC legal entity.

5. UTC COMMITTEES AND COUNCILS

UTC's organization chart, included in the Appendix, shows the various C/Ds that comprise the Association. Each of the C/Ds focus on specific areas critical to UTC and its members. The purpose of each group is found in the UTC Operating Principles as well as their respective charter. The Chair of each C/D is a voting member of the UTC Board of Directors.

6. REGIONAL GOVERNANCE & ASSOCIATED DOCUMENTS

UTC is divided into ten regions throughout the U.S., with Canadian members affiliating with our northern U.S. regions, as defined in the [regional map](#). The Chair of the Board of Directors appoints a member to serve as the Chair of the Regional Committee. This

position is a voting member of the Board of Directors. The Regional Committee Chair must have served as, or is currently serving as, a Regional Chair.

The Regional Committee was formed to unify the regions by implementing and maintaining policies regarding programs and leadership. Additionally, the Regional Committee provides and promotes educational and networking opportunities consistently across the regions. The charter for the Regional Committee can be found in the Appendix for further reference.

Each region elects its own set of officers (Chair, Vice-Chair, Secretary/Treasurer) according to its regional operating principles. These officers are voting members of the Regional Committee. In 2018, the UTC Board of Directors approved a memo, submitted by the Regional Committee, which stated that after three months, if a vacancy is not filled by the region, the Board of Directors will have the power and is expected to appoint a member(s) from that respective region to fill all vacant regional leadership positions.

Important note to all regions: motions made at a Regional Meeting that impact the UTC budget (as noted above, all expenses and revenues accrued in a region are part of the UTC balance sheet) or possibly create a conflict with existing UTC policies and procedures should be passed with a "motion pending UTC Review" status. Following a review of the motion, UTC will work with the Regional Committee in moving the motion forward. If the motion requires Board approval, then the procedure outlined in Section D4 of the Regional Committee Charter should be followed.

7. REGIONAL COMMITTEE MEETINGS

The Regional Committee is comprised of the Regional Committee Chair and elected officers from each of the 10 regions. The Regional Council should meet at least once a month. The Regional Committee Chair shall develop, in conjunction with UTC staff, an agenda for each meeting. UTC staff is responsible for taking the minutes of each meeting. Members of the Regional Committee are highly encouraged to suggest or request items to be included on the monthly agenda.

Currently, there are two subcommittees under the Regional Committee: The Regional Finance Committee and the Regional Planning Committee. Each of these subcommittee require chairs, and the positions are filled by volunteers or appointed members of the Regional Committee.

The Finance Subcommittee was formed to create uniform financial reporting and budget planning procedures and policies. The Regional Committee Chair and Secretary/Treasurer from each of the regions are members of this subcommittee and meet quarterly. Although this meeting is focused on issues related to the Treasurers, the Chairs of each region are encouraged to participate in the meetings as the topics may be relevant to their regions. Additionally, the Treasurers are often the newest members

of the region's elected officers and may benefit from direction and advice from the Regional Committee Chair.

The Planning Subcommittee was established to provide topics for regional meetings, educational sessions and webinars. The Planning Subcommittee provides a common slate of programs among the regions. Also, the Planning Subcommittee is tasked with assisting the UTC staff in retaining members within their region, as well as helping to identify possible new members.

Each region is required to develop and maintain their own set of Operating Principles. These Operating Principles must be submitted to the Chair of the Regional Committee, who will forward the principles to the UTC Legal Staff for review and approval to ensure they do not conflict with UTC Corporate Bylaws and Operating Principles. The Operating Principles are then forward to the Board of Directors for approval. A sample template of a Regional Operating Principle is in the Appendix.

8. UTC SUPPORT FOR THE REGIONAL COMMITTEE

UTC provides support to the Regional Committee by assigning its Vice President of Membership and Meetings, Vice President of Finance and Administration, and Regional Representative, as direct resources to the Committee. In early 2018, UTC created a position called "Regional Representative." This position helps recruit and retain members, improve attendance at regional meetings, serves as a resource to the Regions, helps develop future leaders, and serves as a conduit between the Regions and UTC Leadership when needed.

9. REGIONAL COMMITTEE RESPONSIBILITIES

The Regional Committee meets monthly, with one in-person meeting held in conjunction with the UTC Annual Conference (which moves to different regions of the country every year). All elected regional officers are expected to participate in the monthly calls, and at least one is required to join such calls. The meetings are held to exchange information, provide a means for peer-to-peer interaction, share ideas on potential topics of interest and presentations, discuss ways to improve content and attendance at regional meetings and provide a more uniform approach to educational presentations and training. The Regional Committee can also provide input into regulatory issues via the Public Policy Division, be a resource for new technology applications, assist in membership development and provide feedback from their region to the UTC Board of Directors and the UTC staff.

Regional financial planning and reporting is vital to the operation of UTC. UTC has established an individual bank account for each region with access provided to UTC

finance staff to ensure internal controls. Please note: The assets in all of the regional bank accounts sit on UTC's balance sheet and, as such, UTC's Board of Directors has both fiduciary and legal authority over the funds in these accounts. Any transactions in these bank accounts must and will be accounted for in the UTC financial records, with any anomalies potentially impacting UTC's credit and annual audit. Therefore, it is imperative that the Secretary/Treasurer for each Region work closely with the UTC Vice President of Finance and Administration to ensure the control of these assets including the submission reports as required.

Examples of the required forms and typical due dates are listed below:

Regional Budget – The Regional budget for the upcoming year is typically submitted and reviewed in September. The budget input will include all projected revenues and expenses for the upcoming year primarily associated with the regional meeting(s). The Board of Directors passed a motion from the Regional Committee to establish a cross-pollination program. This program allows officers from one region to visit another region. The intent of the visit is to observe and learn how the other region runs their meetings. The information learned by the visiting region chair can be incorporated into their next meeting. Funds will be budgeted for each Region to participate in the cross-pollination program. As part of the budget submission, each Region will be asked to consider contributing funds to the UTC Reserve Fund and donating funds to the UTC Foundation.

UTC Foundation – The Regions can be involved with The UTC Foundation by facilitating the interaction with universities and other educational institutions to incorporate students in their regional meetings. The purpose is to educate future graduates of the career opportunities associated within our industry.

Quarterly Regional Financial Reports – This report will record all financial transactions in the past quarter and reconcile to the Regions' bank accounts statements. These reports are due in January, April, July and October.

10. REGIONAL EVENT PLANNING AND PRODUCTION

Each region is expected to hold at least one meeting per year. The logistics of the meetings (hotel, food and beverage, etc.) can be managed either by the region itself or by UTC staff, but the regions are always involved in helping build out the program.

In a region-managed event, the region coordinates event logistics regarding the hotel, members and vendors. Although UTC will supply staff support to the meeting if requested, the region itself is responsible for the planning of the meeting. This applies to Regions 5, 6, and 9.

A UTC staff-managed event is a meeting in which the Region and UTC have coordinated the planning of the event. UTC staff then has the responsibility to arrange the logistics with

the hotel, members and vendors for the meeting, as well as printing the agendas, badges and other logistics, but the program content still heavily involves the regional officers and others in the region.

The items listed below are intended to provide some general steps necessary to hold a UTC Staff-managed Regional Meeting:

- a. Selection of Location and a Meeting Point of Contact – A location and a Meeting Point of Contact (MPoC) should be selected for each meeting. The MPoC will work with UTC to identify properties in the area that can be used for the meeting. If necessary, UTC and the MPoC may decide to visit the locations to determine if space requirements are being met. If all agree that a venue will work for the meeting, then UTC will enter into a contract with the property. Please note that only UTC can enter into a contract for the event (see above about the governance and financial construct). If a host utility signs a contract without UTC approval, then the utility becomes financially responsible for the event. All contracts should be presented to UTC for approval. UTC encourages all future meeting locations to be selected at least a year in advance to ensure optimal space and the ability to market the event well in advance.
- b. Meeting Point of Contact – The Meeting Point of Contact (MPoC) may be asked to provide a person to help UTC with the registration desk for the meeting. If possible, the local utility may supply some utility branded items to be given out with the registration badge and welcome bag. The MPoC will work with UTC to resolve any issues/questions that may occur during the meeting.
 - The MPoC may also be asked to deliver or identify an appropriate person to deliver the “Welcome Address” to the attendees. This address is usually given by an executive who has responsibility for technology functions within his/her utility.
- c. Development of an Agenda – The regional officers and UTC will coordinate efforts to produce an agenda. The agenda should contain topics requested from the members, lessons learned from actual member projects, and/or future technologies in the industry. The agenda should also allow for a “Leadership Report” and an “Advocacy Update” by UTC officers and staff.
- d. Regional Meeting Notices – UTC is responsible for creating, emailing and posting to the UTC website all notices regarding the meeting. UTC will also include in those notices information about to vendors who will be exhibiting at the meeting, how to register, and hotel information. It shall contain shipping, transportation, space available, etc.

- e. Exhibit and Sales – UTC and the region will decide the amount of space needed for an exhibit hall for vendors. All exhibit hall sales will be handled by UTC. UTC will also sell sponsorships, via signage, for breaks and social gatherings during the event. Note that UTC pays a commission on vendor sales and sponsorships to our outside sales person, Cheryl Stratos, that is based on a negotiated contract factoring in marketplace norms.

- f. Hotel Contracting, Sleeping and Meeting/Expo Room Coordination -- At a UTC-managed event, the UTC staff will function as the coordinator and will be responsible for the following:
 - 1. Coordination of reservation space with hotel
 - 2. Food and beverage planning
 - 3. Audio/Visual resource planning
 - 4. Material printing
 - 5. On-site registration
 - 6. Sponsor and exhibitor coordination
 - 7. Signage
 - 8. Shipping
 - 9. Marketing
 - 10. Post Event Services:
 - Distribution of meeting survey and speaker presentations using NetWorks
 - Event budget reconciliation
 - Profit-Sharing (if applicable)
 - Distribution of CEU credit hours
 - Event cheat sheet/checklist (reference document)

11. REGIONAL WEBINARS

Each region is encouraged to hold regional webinars. The webinars should be based on a topic, project or type of technology that most of the Region would be interested in learning.

UTC will supply the following assistance with webinars:

- Scheduling based on the availability of our webinar platform (ensuring no conflicts with other regional or national webinars)
- Webinar theme or subject
- Selection of a presenter
- Marketing of the webinar
- Practice session of the webinar
- Post event survey and presentation posting/recording

12. REGIONAL TRAINING EVENTS AND/OR PRECONFERENCE WORKSHOPS

In many instances, a region may wish to hold training events or a pre-conference workshop. UTC will provide full support for these events in conjunction with the regional event, including planning the entire training.

13. ANCILLARY COMMITTEE WORKSHOPS HELD AT SAME LOCATION AS A REGIONAL EVENT

There are instances in which another UTC committee or subcommittee may wish to hold a workshop at the same location as the regional meeting. UTC staff will coordinate all activities associated with such a workshop.

APPENDIX

- i. [UTC Articles of Incorporation](#)
- ii. [UTC By-Laws](#)
- iii. [UTC Operating Principles](#)
- iv. [Networks Users Guide](#)

Please note: The Appendix contains items that are subject to revision and modifications by the Board of Directors. The items listed in this appendix are current as of the date of publication on the front cover sheet. Some items may appear in more than one document. For example: the map showing the boundaries of each region.